

The Rules of the Yorkshire County Cricket Club Limited

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The Rules of The Yorkshire County Cricket Club Limited

1. **Name**

The society shall be called "The Yorkshire County Cricket Club Limited" ("The Club").

2. **Registration**

2.1 The Club is a society registered under the Acts. The Club shall not be de-registered except when the authority of a resolution of the Voting Members as is required from time to time to amend the Rules generally (disregarding any special requirements as to amendments to any particular Rule) or except as provided by law.

3. **Registered Office**

3.1 The registered office of the Club shall be at Headingley Cricket Ground, Leeds, LS6 3BU or at such other location as the Board may from time to time decide.

3.2 Notice of any change in the situation of the registered office shall be given to the Registrar by the Secretary within 14 days after the change.

4. **Objects**

The objects of the Club shall be:

4.1 the promotion and furtherance of cricket in Yorkshire (which term shall in these Rules mean the City of York and the Counties of the North, East and West Ridings of Yorkshire as legally constituted prior to the coming into effect of the Teesside Order 1967);

4.2 the provision and maintenance of facilities for the enjoyment of international and county cricket;

4.3 participation each season in the county cricket championship and in such other competitions and matches as may from time to time be decided;

4.4 the promotion of coaching schemes to develop the cricketing skills of young players;

4.5 the development of wider interest in cricket by the promotion of coaching schemes for the encouragement of all players;

4.6 the furtherance of the development of the game of cricket and the upholding of its laws and spirit; and

4.7 The Club is a diverse and inclusive organisation and in pursuing its objects it is committed to confronting and eliminating the discrimination of age, disability, gender,

gender reassignment, marriage or civil partnership, pregnancy and maternity, race, religion or belief; and adopting the ECB safe hands cricket policy for safeguarding children and vulnerable adults for all Club activities.

5. **Powers**

5.1 In furtherance of its objects the Club shall have power to do all such things as are incidental or conducive to the objects of the Club, including (but not limited to) all or any of the following:

5.1.1 either directly or indirectly (including through the medium of any one or more subsidiary or subsidiaries) to employ, invest and deal with the assets and funds of the Club for the objects of the Club in such manner as shall be considered by the Board to be desirable or expedient, and to do all such other acts and things and carry on all such activities (including but not limited to, leasing, sub-leasing, releasing, renting, acquiring, altering, erecting, holding, selling, improving, developing, repairing, hiring or otherwise dealing with real and personal property of any kind) as shall be considered by the Board to be necessary, desirable or expedient for the purposes of the Club or the advancement of its interests;

5.1.2 to borrow or raise money by any means whatsoever for the purposes of or in connection with the Club's activities or any of them, such borrowings to bear interest as the Club considers appropriate taking into account all relevant factors, to mortgage and charge all or any of the real and personal property and assets, present or future, of the Club, and to issue at par or at a premium or discount, and for such consideration and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture or loan stock, either permanent or redeemable or repayable and whether secured or unsecured, or any other securities whether by way of mortgage or otherwise and whether outright or by way of security for the performance of any contracts or any debts, liabilities or obligations of the Club or any of its subsidiaries or other persons or corporations in whose business or undertaking the Club is interested, or to whom or in respect of whom the Club has given any personal covenant, guarantee or indemnity, whether directly or indirectly, and collaterally or further to secure any obligations of whatever nature or securities of the Club by a trust deed or other assurance save that the total amount outstanding from time to time in respect of any borrowed money shall not without the previous authority of the Voting Members in general meeting exceed the sum of £43

million; £18 million of this power can only be used to reduce the cost of financing of the new north-south stand;

5.1.3 to invest in, control, manage, finance (whether by loans, guarantees, the provision of share capital or any other method), subsidise, sub-rent, co-ordinate or otherwise assist any company (whether a subsidiary or not), any body of persons (corporate or not) and any person in which the Club has a direct or indirect actual or contingent financial interest, or with which it has or may have a common interest, and to provide on such terms as may be thought fit, administrative, technical, financial, commercial, secretarial, managerial and other services, facilities and arrangements of all kinds for any such company, person or persons whatever irrespective of their objects, business, undertaking, activities or purpose;

5.1.4 to apply for and hold any licences that may be required for or in connection with the activities of the Club and to provide catering and such other facilities as the Board shall consider desirable;

5.1.5 to promote or stage competitions and entertainments in connection with the game of cricket and any other sports and recreations;

5.1.6 to invite, receive and make donations for, or otherwise promote or assist in, the development or continuance of facilities for, or the prestige of, the game of cricket or any other sports or recreations;

5.1.7 to support (whether by direct subscription, the giving of guarantees or otherwise) any charitable, benevolent or education fund, institution or organisation, or any event or purpose of a public or general nature, the support of which will or may, in the opinion of the Board directly or indirectly benefit, or is calculated so to benefit, the Club or its activities or the activities of any company which is for the time being or has at any time been a subsidiary of the Club;

5.1.8 to make arrangements for the provision of pensions, insurances and other benefits to employees or ex-employees of the Club or of any subsidiary of the Club or the dependants or relatives of any such persons and to establish and maintain or concur in establishing and maintaining trusts, funds, schemes or other arrangements (whether contributory or non-contributory) with a view to providing such benefits including (but not limited to) retirement benefits and/or

life assurance schemes;

5.1.9 to accept and grant sponsorships and franchises and to make other such arrangements as the Board in its discretion shall think fit;

5.1.10 within the terms of the Acts, and subject to any licences or consents required, to receive money on deposit and to pay interest thereon;

5.1.11 to maintain bank accounts in credit or overdrawn on such terms as the Board shall think fit including the giving of guarantees, indemnities and other securities in respect of any monetary collection or transmission systems;

5.1.12 to enter into contracts or arrangements of any type whatsoever and with any person, firm, company, body or organisation including (without limitation) any one or more Members; and

5.1.13 to enter into all deeds and documents, of novation or otherwise, consequent upon, or by reference to, the incorporation of the Club or in respect of any other matter which the Board shall consider necessary or desirable.

5.2 The profits of the Club shall be applied in furthering the objects of the Club.

6. **Use of name**

6.1 The name of the Club shall:

6.1.1 be kept painted or affixed in a conspicuous position and in letters which are easily legible on the outside of every office or place in which the activities of the Club are carried on and shall be engraved in legible characters on its seal.

6.1.2 be stated in legible characters:

6.1.2.1 in all business letters and emails of the Club;

6.1.2.2 in all its official notices, advertisements and publications, electronic or otherwise;

6.1.2.3 in all bills of exchange, promissory notes, endorsements, cheques and orders for money or goods purporting to be signed by or on behalf of the Club; and

6.1.2.4 in all bills, invoices, receipts and letters of credit of the Club.

6.2 Save with the authority of the Board, no Member shall at any time use the name of the Club in any document or advertisement issued or published by him/her or on his/her behalf or with his/her authority in such a way as to indicate or imply that such document or advertisement was issued by or on behalf of or with the authority of the Club or the Board.

7. **Share Capital**

7.1 The capital of the Club shall consist of shares of the value of five pence each.

7.2 Every Voting Member of whatever category including Honorary Life Members and Vice- Presidents shall hold one share and no more in the capital of the Club. No person who is not a Voting Member shall be issued with or hold a share.

7.3 Each person who becomes a Voting Member shall be allotted one share upon his/her admission as a Voting Member and five pence out of any entrance fee or (if none) the first subscription paid by him/her shall be applied in paying up the same in full.

7.4 In the case of a Life Member (whether honorary or paid up), any share allotted to him/her upon these Rules taking effect or upon his/her becoming such a Member (as the case may be) shall be allotted credited as fully paid up by way of a capitalisation of any profits of the Club or any sum standing to the credit of the Club's reserves, and the Board shall be empowered to take all necessary steps to give effect to this Rule.

7.5 No share shall be transferable or withdrawable by any Voting Member and no interest, dividend or bonus shall be payable on any share. Any Voting Member transferring or attempting or purporting to transfer his/her share or any interest in that share or any rights associated with that share shall (if the Board in its absolute discretion so decides) be deemed to have resigned as a Member as from such transfer or attempted or purported transfer.

7.6 A Voting Member shall forfeit his/her share on ceasing for whatever reason to be a Voting Member and any amount due to him/her in respect of such share shall thereupon become the property of the Club. The forfeited share capital shall be transferred to a reserve account available for the purposes of Rule 7.4.

7.7 The Club shall not be required to issue a certificate to any Voting Member in respect of his/her share.

8. **Membership**

8.1 Categories

The Club may offer such categories of Membership with such privileges, rights and duties attaching thereto, including voting rights, as the Board may from time to time determine but always on the basis that (subject to these Rules) every Voting Member shall have one vote at general meetings. Details of categories with the privileges, rights and duties attaching thereto shall be posted on the Club's website each year.

8.2 Number

The Board may fix a maximum number of Members in any one year either as a whole or in one or more categories.

8.3 Admission

8.3.1 The admission of Members shall be vested in and under the control of the Board. No person who has not attained the age of 18 years shall become a Voting Member.

8.3.2 Applications for Membership shall be submitted on the appropriate form on the Club's website or obtained from the Secretary approved for the time being by the Board and the applicant shall ensure the Club receives it with the appropriate fee in accordance with Rule 11. Applicants must state their names and addresses together with such particulars as the Board may from time to time require and, when completed, each form must be delivered to the Secretary either by posting it to the Club's office or by email together with the appropriate entrance fee (if any) and annual subscription fee for the time being payable in accordance with Rule 11. The payments may alternatively be made by internet bank transfer.

8.3.3 The admission of an applicant to Membership of the Club shall be forthwith notified to him/her by the Club.

8.3.4 The Board shall have the power to declare any applicant for Membership duly elected or to reject such application in its absolute discretion and the Secretary shall notify the applicant accordingly. In the case of rejection the Club shall be under no obligation to give any reason or reasons for such rejection and the entrance fee (if any) and annual subscription fee shall be returned to the applicant by post or by bank transfer at the applicant's risk.

8.3.5 Payment of the entrance fee (if any) and the annual subscription fee by an applicant for Membership shall be deemed to be a declaration of agreement of, and submission by, the applicant (if elected to Membership) to the Rules. A copy of the Rules shall be posted at all times on the Club's website.

8.4 Honorary Life Members

Honorary Life Members may be elected at a general meeting on the recommendation of the Board for conspicuous service to the Club or to cricket. Any person so elected shall be an Honorary Life Member for life and shall not be required to pay a subscription or entrance fee. Not more than three Honorary Life Members may be elected each year.

8.5 Vice-Presidents

8.5.1 The Nominations Committee may nominate as a Vice-President for election at a general meeting any person for services rendered to the Club.

8.5.2 Vice-Presidents shall not by virtue of that office be members of the Board nor be entitled to attend a Board meeting nor receive Board documents.

8.5.3 Any person so elected shall be a Vice-President for life. Vice-Presidents shall be Members of the Club but shall not be required to pay a subscription or entrance fee.

8.6 Misconduct of Members

The Secretary or Chair shall have power to order the withdrawal from the Club's premises of any Member who is in breach of any of the Ground Regulations or other regulations relating to the use of the Club's premises by Members or who otherwise misconducts him/herself or who is in breach of the Members' Code of Conduct. Save with the consent of the Chair or the Secretary any such Member(s) shall have no right of re-entry to the Club's premises before the conclusion of the meeting of the Board at which the action to be taken with regard to such Members is considered pursuant to Rule 8.7 or the Board notifies such Member in writing that the matter is to be taken no further.

8.7 Reprimand, Suspension or Expulsion

8.7.1 The Board shall have power to reprimand, suspend for a period not exceeding 12 months or expel any Member and any members of the Board, the President, Vice-President, or Honorary Life Member whether or not they are Members who infringe any of these Rules or any regulations made under these Rules

(including without limitation, the Members' Code of Conduct and the Ground Regulations) or any other regulations relating to the use of the Club's premises or whose conduct or action, whether at the County ground or not, is, in the opinion of the Board, prejudicial to the interests of the Club or of the game of cricket or may bring the game of cricket or any cricketer or group of cricketers into disrepute or is otherwise such as to render him/her, in the opinion of the Board, unfit to be a Member. Without limiting the generality of the previous sentence, if any Member wilfully transfers, lends or parts with his/her Membership card or ticket obtained by use of a Membership card to any other person so as to enable that person or any other person to use that card or ticket then such action shall be deemed to be conduct inconsistent with the interests of the Club.

8.7.2 Before the Board exercises its power to reprimand, suspend or expel a Member, the Member concerned must be given at least 14 days' notice, in writing, of the date, time and place of the Board meeting at which the proposal to exercise that power in relation to that Member is to be considered, of the nature of such proposed exercise and of the general nature of the reason for it. Any such Member shall have the right to appear before and to be heard by a committee appointed by the Board for that purpose (either alone, or through or accompanied by a representative) or to explain his/her conduct in writing. Any such committee shall meet and report to the Board before the Board exercises such power and the Member concerned shall be given at least 14 days' notice in writing of the date, time and place of the meeting of the committee. The decision of the Board regarding the exercise or otherwise of such power in relation to any Member shall be final.

8.7.3 A Member who is expelled thereupon forfeits his/her share (if any) in the Club in accordance with Rule 7.6. No refund shall be made to that Member of any part of his entrance fee (if any) or his annual subscription.

8.7.4 A Member who is suspended shall not during such suspension be entitled as a Member to use or be on the Club's premises nor to attend any general meeting nor vote on any resolution or upon any election nor hold any office. On suspension the Board will exercise its discretion in determining the extent to which the suspended Member shall remain liable to pay his or her subscription or alternatively be reimbursed for any part of it already paid.

8.7.5 If a Member is reprimanded, the Board shall be entitled to make public that fact

and the reason(s) for such reprimand.

8.8 Withdrawal

8.8.1 Any Member may at any time resign as a Member by giving written or email notice to the Club at its registered office. Unless specified by the Member ceasing to be a Member, that notice shall take effect on the 31 December immediately following the date of its receipt by the Club, but in any event no refund shall be made of any part of the annual or other subscription, or entrance fee (if any) paid by that Member.

8.8.2 On a Member ceasing to be a Member for any reason (including by actual or deemed resignation in accordance with these Rules or death) he/she shall, if otherwise entitled, cease to be entitled on a dissolution of the Club to any share or interest in any of the property or assets of the Club (otherwise than in respect of loan capital (if any) which shall be repaid in accordance with the terms of its issue) but without prejudice to any liabilities of the Member existing at the date he/she ceases to be a Member and subject to Section 37 of the Act.

8.9 General

8.9.1 It is the duty of each Member to notify the Club of his/her current address and of any change in such address as soon as it occurs.

8.9.2 If any Member has any cause for complaint for any reason whatsoever he/she shall bring the same before the Members' Representative Group by writing to the Secretary. Under no circumstances may a Member personally reprimand a servant of the Club or any other person or organisation operating with the Club's approval in or about the Club's premises or any other ground where a Club team may from time to time be playing.

9. **Juniors**

9.1 Juniors at the discretion of the Board upon completion of the appropriate form approved for the time being by the Board and payment of the appropriate entrance fee (if any) and annual subscription (if any), be permitted to participate in such of the activities of the Club as the Board may from time to time direct.

9.2 The Board shall have power at any time to revoke the permission granted to any junior to participate in activities, in which event such junior shall not be entitled to a refund of all or any part of any entrance fee or subscription paid by or on behalf of him/her.

9.3 Juniors permitted to participate in activities as described above shall not as such be Members but shall in all respects be subject to such regulations as the Board may from time to time make regarding juniors.

9.4 Juniors may attend general meetings as observers but shall not vote or otherwise take part in the meeting.

10. **Visitors and guests**

The Board shall have power to make regulations for the purpose of regulating the right of Members to introduce visitors and guests to the Club.

11. **Entrance fees and subscriptions**

11.1 Members shall pay such sums by way of entrance fee and/or annual subscription as the Board shall from time to time determine. In fixing such fees and/or subscriptions the Board shall take into account the interests of the Club as a whole.

11.2 All subscriptions payable for admission to or renewal of subscriptions associated with Membership shall be notified to Members and posted on the Club's website with the categories of Membership in accordance with Rule 8.1 by midnight on 31 December and shall become due and payable by 31 March in each calendar year save that, in the case of new Members and new juniors, entrance fees (if any) and/or subscriptions for the calendar year current at the date of his/her admission shall be due and payable at that time. This does not prevent later purchase of a qualifying Membership or junior package in accordance with the policies and procedures set by the Board from time to time in accordance with these Rules.

11.3 Members and juniors who give notice of resignation after 1 January in any calendar year shall unless the Board decides otherwise remain liable to pay any unpaid subscription which became due prior to the date of their resignation.

11.4 Any Member or junior whose subscription has not been paid before the date on which it became due in a calendar year shall be deemed to have resigned his/her membership with immediate effect on 1 April of such calendar year.

11.5 The Club may participate in a direct debiting scheme as an originator for the purpose of collecting subscriptions for any category of Membership and/or any other amounts due to the Club. In furtherance of any arrangement to this effect, the Club may enter into an indemnity required by any bank upon which direct debits are to be originated. Such an indemnity may be executed on behalf of the Club at the direction of the Board.

12. **Meetings of Members**

12.1 Annual General Meetings

12.1.1 Not later than 30 June in each year, on a date and at a venue within Yorkshire to be fixed by the Board, the Club shall hold a general meeting of Members as its annual general meeting.

12.1.2 The business to be transacted at each annual general meeting shall include the following matters:

12.1.2.1 to confirm the minutes of the previous annual general meeting and of any extraordinary general meeting held since that meeting;

12.1.2.2 to receive and approve the accounts for the previous financial year together with the report of the Auditors thereon;

12.1.2.3 to receive and approve the annual report of the Board for the previous financial year;

12.1.2.4 to elect or re-elect the President, Vice-Presidents, Honorary Life Members, the Auditors and to announce the election of Board and Members' Representative Group members;

12.1.2.5 to consider any Member's resolution, notice of which has been given to the Secretary in accordance with Rule 12.1.3;

12.1.2.6 to consider any resolution proposed by the Board; and

12.1.2.7 to consider any other business relating to the affairs of the Club which any Member or the Board may wish to raise but no resolution may be put to the vote of the meeting under this item.

12.1.3 A Member wishing to propose a Members' resolution for consideration at an annual general meeting shall give notice in writing to the Secretary of such wish, and of the form and content of the resolution, not later than noon on the 31 December immediately prior to that meeting or the last Friday of the year if 31 December is on Saturday or Sunday. Such notice shall not be effective unless signed by the proposer and seconder and by 10 Voting Members who have been such for at least 12 months.

12.2 Extraordinary General Meetings

12.2.1 All general meetings of Members other than annual general meetings shall be called extraordinary general meetings.

12.2.2 The Board may convene an extraordinary general meeting at any time.

12.2.3 The Board must convene an extraordinary general meeting upon receipt of a Members' requisition which:

12.2.3.1 is signed by not fewer than 200 Voting Members;

12.2.3.2 specifies the business for which the meeting is to be convened and any resolution(s) to be proposed at such meeting;

12.2.3.3 is delivered to the Secretary at the registered office of the Club; and

12.2.3.4 may consist of several documents in like form each signed by one or more Voting Members.

12.2.4 The Secretary shall convene an extraordinary general meeting on a date not later than forty-two days from receipt of such a requisition.

13. **Notice of general meetings**

13.1 Each annual general meeting shall be convened by notice of not fewer than 21 clear days before the date fixed for the meeting.

13.2 Each notice of an annual general meeting shall:

13.2.1 specify the date, time and place of the meeting;

13.2.2 specify the meeting as an annual general meeting;

13.2.3 set out the agenda for the meeting including;

13.2.3.1 the names of nominees for election or re-election to the Board, Members' Representative Group, as President, Vice-Presidents, Honorary Life members and Auditors; and

13.2.3.2 any resolution(s) to be considered at the meeting under Rules 12.1.2.5 and 12.1.2.6;

13.2.4 be accompanied by the annual report of the Board and the accounts for the previous financial year and the report of the Auditors thereon. A record of the attendances of each Board member at meetings of the Board and of committees

in the previous financial year shall be included.

13.3 Any extraordinary general meeting shall be convened by notice of not less than 21 clear days before the date fixed for the meeting.

Each such notice shall:

13.3.1 specify the date, time and place of the meeting; and

13.3.2 set out any resolution(s) to be considered at the meeting.

No business shall be brought before an extraordinary general meeting other than that specified in the notice calling that meeting.

13.4 All Members are entitled to receive notice of every general meeting but the accidental omission to give notice of a meeting or the non-receipt of a notice of the meeting by not more than 100 persons entitled to receive it will not invalidate the proceedings at that meeting.

13.5 At the discretion of the Board a general meeting may be convened by a Website Communication and an email to all Members whose email addresses are held by the Club. Such notice shall have been deemed to have been duly served on all Members entitled to receive it, including, without limitation, any Members who have not provided email addresses to the Club, at 5pm on the day when the notice appears on the Website. In any such case any document(s) required by these Rules to accompany a notice of meeting may be handed to such persons upon their arrival at the place of meeting in question. The Club shall send a copy of the notice by post to any Members who have not provided an email address to the Club.

13.6 For the purposes of this Rule, twenty-one clear days excludes the day on which a notice is treated under Rule 29.2 as having been received by a Member and the date of the meeting convened by such notice but this posting shall not affect the deemed service of the notice as stated in this Rule

14. **Proceedings at general meetings**

14.1 No business may be transacted at any general meeting unless a quorum is present at the commencement of the meeting. Save as provided below, twenty Voting Members present in person or by proxy shall constitute a quorum. If within half an hour from the time appointed for the meeting such a quorum is not present, the meeting, if convened upon the requisition of the Members, shall be dissolved; in any other case it shall stand

adjourned to such other date and at such other time and place as the Chair of the meeting may determine. If at the adjourned meeting twenty Voting Members are not present within fifteen minutes from the time appointed for the meeting the Voting Members present will constitute a quorum. Not less than seven clear days' notice of the date of any such adjourned meeting shall be given to Members.

14.2 The Chair for the time being of the Board shall, if willing and able to act, preside as Chair at every general meeting. If the Chair is not present within fifteen minutes after the time appointed for holding the meeting or if there is no such Chair or he/she is unwilling or unable to act, then the Deputy Chair or failing them some other member of the Board elected by the Board member(s) present shall preside as Chair of the meeting. If neither the Deputy Chair nor any other Board member is present and willing to act within fifteen minutes after the time appointed for holding the meeting, the Voting Members present may elect one of their number to be Chair of the meeting.

14.3 The Chair of the meeting may, with the consent of that meeting (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place. When a meeting is so adjourned it shall be at the discretion of the Board whether or not to give notice of the adjourned meeting as in the case of the original meeting. The provisions of this Rule are without prejudice to the provisions of Rule 15.3.2.

14.4 Except for representatives of the Scrutineers and persons admitted with the permission of the Chair of the meeting in question (in his/her absolute discretion), admission to any general meeting will only be permitted to Members in person or a proxy attending in person on their behalf upon production of his/her original notice convening that meeting or where a meeting is convened by publication on the Website only pursuant to Rule 13.5 such other proof of identity as may be specified in such advertisement. Voting Members may attend the meeting in person whether or not they have voted by proxy.

14.5 A Member is able to exercise the right to speak at a general meeting and is deemed to be in attendance when that Member, including by their proxy, is in a position to communicate with all those attending the meeting. The Board may make whatever arrangements the Board considers appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it including by electronic means. In determining attendance at a general meeting, it is immaterial whether any two or more Members attending are in the same place as each other.

15. **Voting at general meetings**

15.1 Each Voting Member shall have one vote at general meetings. If notice has been given of any general meeting, only those persons who were Voting Members at the date of giving of such notice and who remain Voting Members at the time of the general meeting shall be entitled to vote at that general meeting.

15.2 Majority Required

15.2.1 Unless otherwise provided by the Acts or in these Rules any resolution shall, in order to be passed, require in favour of the resolution a majority of the votes cast by Voting Members or their proxies who (being entitled to do so) vote.

15.2.2 A special resolution is a resolution which requires a majority of not less than two-thirds of such Voting Members as (being entitled to do so) vote in person or by proxy at a general meeting of which a notice, specifying the intention to propose the resolution as a special resolution, has been duly given in accordance with these Rules.

15.3 Voting

15.3.1 Any resolution which is put to the vote at a general meeting and every election, shall be decided on a show of hands of Voting Members present or by proxy unless a poll is (either before or on the declaration of the result of a show of hands) demanded either by:

15.3.1.1 the Chair of the meeting; or

15.3.1.2 at least three Voting Members present in person or by proxy.

15.3.2 if a poll is so demanded it shall be taken immediately unless in any particular case the Chair of the meeting directs that it shall be held later in, or at the end of, the meeting in which event the poll shall be held in accordance with that direction. The Chair of the meeting shall determine the method by which the poll shall be held.

15.3.3 The holding of, or demand for, a poll shall not prevent the continuance of a meeting for the transaction of business other than that for which the poll was held or demanded.

15.3.4 On a poll votes may be cast personally or by proxy.

15.3.5 A demand for a poll may, before the poll is taken, be withdrawn, but only with

the consent of the Chair of the meeting and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made. If a poll is demanded before the declaration of the result of the show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

15.3.6 The counting of votes on a poll shall be carried out under the direction of the Scrutineers.

15.3.7 As soon as reasonably practicable following each poll, the Scrutineers shall certify in writing to the Chair of the meeting in question:

15.3.7.1 the total number of votes cast in favour of the relevant resolution (if any);

15.3.7.2 the total number of votes cast against such resolution (if any);

15.3.7.3 in the case of a resolution which, under the Rules, requires to be passed by more than a simple majority, the proportion of the total number of votes cast in favour (if any);

15.3.7.4 the total number of votes cast for each candidate at an election (if any); and

15.3.7.5 the total number of invalid forms of proxy or spoilt voting forms (if any) (each of which shall be excluded from the calculation of votes cast).

15.4 Declaration by Chair of the Meeting

A declaration by the Chair of a general meeting to the effect that on a show of hands a particular resolution has been passed (or not) or passed by a particular majority (or not) shall, subject to the Acts, be final and binding on all Members.

15.5 Casting Vote of the Chair of the Meeting

In the event of an equality of votes at a general meeting (whether on a show of hands or on a poll), the Chair of the meeting shall be entitled to a second or casting vote.

15.6 Proxy Voting

Voting by proxy shall be carried out in the following manner:

15.6.1 a proxy must be a Voting Member of the Club entitled to attend and vote at a general meeting;

15.6.2 the instrument appointing a proxy shall be in the form to be determined and supplied by the Board and duly signed by the Voting Member or in the case of a club by the Secretary or other authorised official. At the discretion of the Board an instrument appointing a proxy may be in electronic form and may be sent and submitted by electronic means or by Website Communication;

15.6.3 the instrument may allow for:

15.6.3.1 proxy appointment on specific resolutions for consideration at the general meeting; and provide a space for the Voting Member to indicate his/her support for or opposition to each resolution to be put to the general meeting. In the absence of any such notification the proxy will be entitled to vote as he/she thinks fit; or

15.6.3.2 a general appointment of a proxy (which may be the Chair) to vote on behalf of a Voting Member throughout a Membership year at the discretion of the proxy;

15.6.4 in the case of an instrument in hard copy the instrument appointing a proxy shall be deposited at the registered office of the Club or such other place as the Board shall from time to time determine not less than forty-eight hours before the time appointed for holding the meeting at which the Voting Member named in the instrument or appointment proposes to vote. In the case of a proxy appointment by electronic means or by Website Communication, the appointment must be received at the electronic address previously specified by the Club not less than forty-eight hours before the time appointed for holding the meeting. In default the instrument or appointment shall not be treated as a valid proxy;

15.6.5 a vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal, or revocation of the instrument of proxy, or of the authority under which it was executed, provided that no notice in writing of such death or revocation has been received by the Secretary at the registered office of the Club or such other place as the Board shall from time to time determine forty-eight hours before the time appointed for holding the meeting at which the instrument of proxy is used; and

15.6.6 the Board shall be entitled to appoint any independent third party deemed by the Board to be suitable to count votes.

15.7 Statutory rights

Nothing in these Rules shall operate to restrict or override any rights conferred on Members by the Cooperative and Community Benefit Societies Act 2014, including (without limitation) rights exercisable on a dissolution of the Club under section 119 of that Act or on conversion of the Club into a company under section 112 of that Act.

16. **President, Chief Executive and Managing Director of Cricket**

16.1 The President shall be nominated by the Nominations Committee for election at an annual general meeting or at an extraordinary general meeting.

16.2 The President shall serve for a maximum of approximately two years from their appointment pursuant to Rule 16.1 and shall continue to hold office until the conclusion of the second annual general meeting following his/her appointment at which his/her successor is elected, unless the Board determines otherwise.

16.3 In the event of a casual vacancy occurring in the office of President such vacancy shall be filled by a candidate nominated by the Nominations Committee whose nomination is approved by the Board until the next general meeting of the Club.

16.4 The President shall not by reason of his office be a member of the Board.

16.5 A Chief Executive and a Managing Director of Cricket may be appointed from time to time by the Board.

16.6 The Chief Executive and Managing Director of Cricket shall be employees of the Club who shall be appointed for such period, on such terms and conditions and with such powers and duties as the Board shall decide from time to time.

16.7 The Board may at its discretion create such other roles to be filled as it shall consider to be appropriate or beneficial to the running of the Club. Any person appointed to any such role may be removed by the Board as it sees fit.

17. **Audit**

17.1 The Voting Members shall vote annually, as allowed by the Acts, at the annual general meeting, to have, when necessary in law, or where the Voting Members require, an audit carried out by a registered auditor, or an audit carried out by two or more lay auditors, or a report carried out by a registered auditor, or unaudited accounts, where the conditions for such prevail.

17.2 If a full audit or a report is required, a person who is a qualified auditor under the Acts shall be appointed.

17.3 The qualified or lay auditors, if so appointed, shall not be officers or servants of the Club and nor shall they be partners of, or in the employment of, or employ, an officer or servant of the Club. Lay auditors shall be chosen by the Board from the general Membership and/or others.

17.4 If the Voting Members vote for unaudited accounts, the Club's income/expenditure ledger shall be scrutinised by the Secretary and Board members only and signed, as a true record, by the Secretary and two Board members or such other number as may be required by legislation. An income/expenditure report will be prepared to present to the Club's Members at each annual general meeting.

17.5 The qualified or lay auditors (if appointed) shall be entitled to attend any general meeting and to receive all notices of and other communications (other than voting forms) relating to any general meeting which any Member is entitled to receive, and to be heard at any general meeting on any part of the business of the meeting which concerns them as Auditors.

18. **Board**

18.1 The Board shall consist of a minimum of four and a maximum of twelve members elected in accordance with Rule 19.

18.1.1 The Board shall comprise:

18.1.1.1 up to two directors appointed ex officio from the executive leadership of the Club, one of whom shall be the Chief Executive Officer;

18.1.1.2 up to two Board members elected from the Club's Membership in accordance with Rule 19.8 (and the subsequent provisions of Rule 19 relating to the same) and subject to the following. If there are more than two applicants for these Member designated roles on the Board, the Nominations Committee (in their absolute discretion) shall consider the applications and recommend which two Members shall be proposed as the candidates for election; and

18.1.1.3 up to 8 persons are to be nominated by the Nominations Committee as independent Non- Executive Directors. The Non-Executive Directors' responsibilities shall be specified by letters of appointment whose terms shall be subject to the approval of the Board from time to time. Before making any such nomination, the Nominations Committee shall seek to

satisfy itself that each such candidate is able to exercise independent judgement and that there are no relationships or circumstances which are likely to impair, or which could appear to impair, the director's independent judgement.

18.1.2 The candidates for Board membership nominated pursuant to Rules 18.1.1.2 and 18.1.1.3 shall be submitted to election pursuant to a vote of the Voting Members at the first annual general meeting following their nomination in accordance with Rule 19.11. For the avoidance of doubt, no such candidate's appointment to the Board shall take effect unless and until they are elected by the Voting Members. This Rule 18.1.2 is without prejudice to the ability to appoint members to the Board under Rules 18.1.3 - 18.1.6, 18.2 and 19.20 - 19.21.

18.1.3 If at any time:

18.1.3.1 the number of Board members for the time being becomes less than the quorum required under Rule 20.2;

18.1.3.2 there is a vacancy on the Board that needs to be filled in accordance with Rule 19.20; or

18.1.3.3 there is a vacancy or vacancies on the Board that it considers it is appropriate to fill in accordance with Rules 18.1.1.3 and 19.20,

the Nominations Committee shall, in respect of any vacancy or vacancies under Rules 18.1.3.1 or 18.1.3.2, nominate a candidate(s) for appointment to the Board and the Nominations Committee shall, if so directed by the Board, in respect of any vacancy or vacancies under Rule 18.1.1.3, nominate a candidate(s) for appointment to the Board;

18.1.4 the Board shall appoint a suitable candidate(s) to fill any vacancy or vacancies under Rules 18.1.3.1 or 18.1.3.2 as soon as is practicable following the Board's approval of the Nomination Committee's recommendation (rather than at a general meeting);

18.1.5 the Board may appoint a suitable candidate(s) to fill any other vacancy or vacancies that the Board considers it is appropriate to fill under Rule 18.1.1.3 following the Board's approval of the Nomination Committee's recommendation (rather than at a general meeting);

18.1.6 the appointment of any Board member under Rules 18.1.4 or 18.1.5 shall take effect from the date of their appointment by the Board but their appointment shall be subject to confirmation pursuant to a vote of the Voting Members at the first annual general meeting following their appointment and for the avoidance of doubt, such appointment shall terminate if their appointment is not confirmed by the Voting Members at that annual general meeting. The Board shall, in its annual report for consideration at the first annual general meeting following their appointment, propose the confirmation of the appointment to the Board of those Board members by the Voting Members. The Voting Members will vote on whether to confirm each appointment by ordinary resolution and every Voting Member shall have one vote for each confirmation of appointment. A voting paper shall not be invalidated if a Voting Member casts fewer votes than the maximum to which he/she is entitled and Rules 19.18 and 19.19 shall apply in respect of such voting.

18.1.7 In the event that the number of Board members for the time being is less than the quorum required, the remaining Board members (in respect of the Board) and the remaining Nomination Committee members (in respect of the Nominations Committee) shall constitute a quorum and shall in each case have power and authority to take the steps prescribed by Rule 18.1.3. So long as the Board members comply with Rule 18.1.3, they shall have authority and power to transact the business of the Board until the number of Board members is again sufficient to constitute a quorum.

18.2 If there is a vacancy or vacancies on the Board that the Board considers it is appropriate to fill prior to the next annual general meeting in accordance with Rules 18.1.1.2 and 19.21, then:

18.2.1 the Board may direct the Nominations Committee to seek nominations and the Nominations Committee shall seek nominations from Members for election of Members to the Board in accordance with Rule 18.1.1.2 which shall be in writing on the prescribed form available from the Secretary and must include a written synopsis in a form prescribed by the Nominations Committee from time to time in which the applicant outlines their skills, competencies and experience and the qualities which they feel they have to offer towards the management of the Club's affairs. Such written submissions must be delivered to the registered office of the Club by post or email not later than any date and time notified by the Nominations Committee from time to

time. Each such nomination must be signed by no fewer than 20 Voting Members;

18.2.2 once the Nominations Committee has received nominations from Members in accordance with Rules 18.1.1.2 and 18.2.1 and proposed them to the Board under Rule 19.1.2, the Board shall propose those nominated candidates for election by a vote of the Voting Members;

18.2.3 the vote of the Voting Members under Rule 18.2.2 shall take place at an extraordinary general meeting to be convened by the Board (rather than at an annual general meeting);

18.2.4 the proposal of the Board under Rule 18.2.2 shall be made in the circular provided to Members in advance of that extraordinary general meeting (rather than in its annual report for consideration at the following annual general meeting), and the resolution to approve their appointment shall be considered at that extraordinary general meeting (rather than at an annual general meeting);

18.2.5 the appointment of any Board member by this procedure shall take effect from the date of the extraordinary general meeting at which they are elected, rather than from an annual general meeting as prescribed by Rule 19.12;

18.2.6 if the Voting Members decline to elect a candidate recommended by the Board for election pursuant to Rule 18.2, the procedure under Rule 18.2 shall be repeated as many times as is necessary until the Board becomes quorate or the occurrence of the next annual general meeting, whichever is the earlier.

18.3 At its first meeting following the annual general meeting in each year the Board shall elect a Chair from its own number who shall serve on an annual basis but shall be eligible for re-election provided that they remain a Board member. If the chair so elected is not present at a meeting of the Board it shall appoint another member of the Board to chair that meeting. If any person holding the office of Chair for the time being ceases for any reason to be a Board member, he/she shall thereupon automatically cease to hold that office. Subject to the foregoing, the chair shall hold office until the conclusion of the next following annual general meeting or until he is requested to stand down as Chair by resolution of the Board or resigns from the office of Chair mid-term, and shall then retire but, he/she may be re-appointed at the first meeting of the Board held after that annual general meeting. If the Chair leaves office as Chair prior to the

end of their term, the Board shall appoint another member of the Board as Chair for the remainder of the term and such person may be re-appointed at the first meeting of the Board held after the next following annual general meeting.

18.4 The Board shall appoint a Secretary who shall be entitled to attend all meetings of the Board but shall not have the right to vote at such meetings. The office of Secretary may be held by any person notwithstanding his/her employment by the Club in another capacity.

18.5 Any Board member who:

18.5.1 for more than six months has been absent from Board meetings held during that period; or

18.5.2 is adjudged bankrupt; or

18.5.3 is medically unfit to be a director (pursuant to 19.13.2 and 19.13.3); or

18.5.4 is disqualified or suspended by any professional or regulatory body from carrying out work regulated or overseen by that body; or

18.5.5 is disqualified from acting as a director of a company; or

18.5.6 anybody who is suspended or expelled pursuant to Rule 8.7.1; or

18.5.7 whose conduct or action whether in connection with the Club or otherwise, is in the opinion of the Board prejudicial to the interests of the Club;

shall thereupon automatically cease to be a Board member (unless in the case only of a Board member absent from meetings for more than six months, otherwise resolved by the Board).

18.6 The Board shall elect a Deputy Chair from its number who shall serve on an annual basis but shall be eligible for re-election provided that they remain a Board member. The Deputy Chair shall preside in the absence of the Chair and shall generally assist and support the Chair in the execution of their role and otherwise as the Board and the Chair sees fit from time to time.

19. **Election of the Board**

19.1 The Club shall have a Nominations Committee which shall be a stand-alone committee of the Club and its duties are:

19.1.1 recommending to the Board suitable candidates as independent Non-Executive Directors under Rules 18.1.1.3 and 18.1.3;

19.1.2 proposing to the Board suitable Members as candidates for Board membership under Rules 18.1.1.2, 18.1.3 and 18.2.1 - 18.2.2;

19.1.3 proposing persons for election as President under Rules 16.1 and 16.3 and Vice-Presidents under Rule 8.5.1;

19.1.4 periodically reviewing the process for election of Board members and proposing any changes to the Board that they feel are necessary or desirable, which in each case the Board shall consider in good faith;

19.1.5 ensuring that the process for election and appointment in each case is open and transparent.

19.2 The Board shall appoint a Nominations Committee consisting of:

19.2.1 the President (if in office);

19.2.2 the Chair (if in office);

19.2.3 the Deputy Chair provided that they are an independent Non-Executive Director;

19.2.4 up to three further independent Non-Executive Directors, who shall be appointed by the Board;

19.2.5 up to one member of the Board elected from the Club's Membership in accordance with Rule 18.1.1.2; and

19.2.6 up to two independent members appointed by the Board in accordance with Rule 21.3.3.

19.3 The Board shall ensure that the Nominations Committee shall always have a majority of independent individuals at all times, being independent members appointed pursuant to Rule 19.2.6 and independent Non-Executive Directors.

19.4 The Club Secretary shall be permitted to attend meetings of the Nominations Committee in a non-voting but speaking role.

19.5 The quorum for a meeting of the Nominations Committee shall be three of its members provided also that there shall be a majority of individuals, being independent members

appointed pursuant to Rule 19.2.6 and independent Non-Executive Directors. Where only three members are in attendance, voting must be unanimous for a nomination to be passed.

19.6 The term of office of each category of member of the Nominations Committee shall be as follows:

19.6.1 (as regards the President, the Chair and, if applicable, Deputy Chair) for so long as they hold the relevant office;

19.6.2 (otherwise) for the period of three years from their appointment subject always to their being in office as Board members (noting that this proviso does not apply to independent members appointed pursuant to Rule 19.2.6) and unless removed from the Nominations Committee by a resolution of the Board.

19.6.3 The Board shall appoint another individual in accordance with these Rules as soon as practicable to fill a casual vacancy among the appointed members of the Nominations Committee, who shall serve on the Nominations Committee for the remainder of the three-year term of their predecessor.

19.7 In discharging their responsibilities under Rule 19.1 the Board and the Nominations Committee shall have regard to diversity and the balance of skills and experience judged by them to be necessary for the good and successful conduct of the Club's affairs.

19.8 Nominations from Members for election of Members to the Board in accordance with Rule 18.1.1.2 shall be in writing on the prescribed form available from the Secretary and must include a written synopsis in a form prescribed by the Nominations Committee from time to time in which the applicant outlines their skills, competencies and experience and the qualities which they feel they have to offer towards the management of the Club's affairs. Such written submissions must be delivered to the registered office of the Club by post or email not later than noon on 31 December in the year immediately preceding the date on which the relevant Board vacancy is due to arise, or any other date and time notified by the Nominations Committee from time to time. Each such nomination must be signed by no fewer than 20 Voting Members.

19.9 No Member shall be eligible for election to the Board pursuant to Rule 18.1.1.2 unless he/she has attained the age of 18 years and been a Voting Member of the Club for at least twenty-four consecutive months immediately prior to his/her nomination. This requirement does not apply to candidates for appointment as Non-Executive Directors pursuant to Rule 18.1.1.3.

19.10 A Member who is a registered player of the Club shall not be eligible for election to the Board nor shall any member of the Board be eligible for registration as a player of the Club.

19.11 Once it has received nominations from the Nominations Committee (and, if applicable, from Members in accordance with Rules 18.1.1.2 and 19.8) the Board shall, in its annual report for consideration at each annual general meeting at which a vacancy in respect of a Board appointment under Rule 18.1.1.2 and/or Rule 18.1.1.3 is due to arise, propose those nominated candidates for election by the Voting Members. The Voting Members will vote on whether to approve each proposed appointment by ordinary resolution. This Rule 19.11 is without prejudice to the ability to appoint members to the Board under Rules 18.1.3 - 18.1.6, 18.1.2 and 19.20 - 19.21.

19.12 Subject to the exceptions stated below, each Board member shall serve for a term of three years commencing from the annual general meeting in which they are appointed and shall not be eligible for re-election for more than two additional consecutive three-year terms without taking a break from office of one twelve month period or, if less, the period from one annual general meeting to the next annual general meeting. The exceptions to the defined term limits are:

19.12.1 a Board member may serve on the Board for a maximum of twelve years if appointed as Chair;

19.12.2 the Chair shall be appointed for a maximum of six years subject to rule 19.12.1;

19.12.3 any directors appointed ex officio from the executive leadership of the Club may serve on the Board for as long as they hold the relevant office;

19.12.4 in exceptional circumstances and at the decision of the Board (in its absolute discretion), a Board member or the Chair may hold office for a further three years over any of the above limits;

19.12.5 the Board has discretion to consider how best to retain a director's skills and experience once they have completed their maximum term including as non-voting Board advisors, mentors or sub-committee members;

19.12.6 A Board member appointed under Rules 18.1.4 and 18.1.5 shall continue to serve for an initial term of approximately 3 years from the annual general meeting at which their appointment is confirmed pursuant to Rule 18.1.6 until the conclusion of the Club’s annual general meeting occurring approximately 3

years from that date.

19.13 The following persons shall not be eligible for nomination, election or re-election to the Board:

19.13.1 an undischarged bankrupt;

19.13.2 a person in respect of whom a registered medical practitioner who is treating that person gives a written opinion to the Club stating that that person has become physically or mentally incapable of acting as a Board member and may remain so for more than three months;

19.13.3 by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;

19.13.4 a person who is disqualified or suspended by a professional or regulatory body from carrying our work regulated or overseen by that body;

19.13.5 a person who is disqualified from being a director of a company;

19.13.6 a person who is suspended or expelled pursuant to Rule 8.7.1;

19.13.7 a person whose conduct or action whether in connection with the Club or otherwise is in the opinion of the Board prejudicial to the interests of the Club.

19.14 Subject to rule 19.10 persons in the employment of the Club shall be eligible for nomination, election and re-election to the Board provided always that the Board shall contain a majority of persons who are not in the employment of the Club.

19.15 This rule applies only to candidates seeking election as Board members pursuant to Rule 18.1.1.2. Candidates must submit to the Secretary by the date specified by the Nominations Committee an election address not exceeding 1,000 words which will be printed and circulated to Members with (in the case of Voting Members) the voting paper at the cost of the Club. All other costs relating to an election shall be borne by the candidates. The election address must be submitted by the date specified by the Nominations Committee and will be subject to approval by the Nominations Committee. Candidates shall not produce or circulate by any means (including post, fax, e-mail or internet) any other printed or published material. Candidates shall not make reference to other candidates or make derogatory comment about the Club, or derogatory or critical comment on its players, officials, employees or other Members.

Any breach of this rule shall be referred to the Nominations Committee who may disqualify the candidate from the election.

19.16 This rule applies only to candidates seeking election as Board members pursuant to Rule 18.1.1.2. The prescribed form of nomination shall contain the full names and address of the candidate, his/her date of birth and signature confirming his/her consent to such nomination. The full names, addresses and signatures of the nominating Members shall be appended and who shall have been Members of the Club.

19.17 Every Voting Member shall have one vote for each vacancy. A voting paper shall not be invalidated if a Voting Member casts fewer votes than the maximum to which he/she is entitled.

19.18 The voting shall be by postal ballot or electronically on the prescribed form which shall be returned to the Scrutineers at the address and by the date specified thereon and any votes recorded on a voting paper received after the date shall be void. Any voting paper marked with an excess number of votes shall be deemed spoiled and the votes thereon shall not be counted.

19.19 The Board shall be entitled to appoint any independent third party deemed by the Board to be suitable to count votes.

19.20 Where there is a casual vacancy on the Board caused by death of any Board member, or the termination or cessation of their Board membership in accordance with these Rules (but where the number of directors is sufficient to constitute a quorum), then:

19.20.1 if the departing Board member was a director appointed ex officio from the executive leadership of the Club, the Board shall appoint a suitable candidate to fill that casual vacancy as soon as is practicable and, in the case of the Chief Executive Officer, such vacancy shall ultimately be filled by the person appointed to replace them as Chief Executive Officer;

19.20.2 in any other case where there is a vacancy that needs to be filled under Rule 18.1.3.2, the Nominations Committee shall as soon as is practicable nominate a suitable candidate to fill the vacancy and shall ensure, as far as is practicable, that the candidate satisfies the requirements of the Rule (namely Rules 18.1.1.2 or 18.1.1.3, as applicable) and the provisions of Rules 18.1.3 – 18.1.4 and 18.1.6 shall apply; and

19.20.3 in any other case, where there is a vacancy on the Board that it considers it is appropriate to fill under Rules 18.1.1.3 and 18.1.3.3, the Nominations Committee

shall, if so directed by the Board, nominate a suitable candidate(s) to fill the vacancy or vacancies and shall ensure, as far as is practicable, that the candidate(s) satisfy the requirements of the Rule (namely Rule 18.1.1.3) and the provisions of Rules 18.1.3 and 18.1.5 – 18.1.6 shall apply.

19.21 If there is a vacancy or vacancies on the Board that the Board considers it is appropriate to fill in accordance with Rule 18.1.1.2 (but where the number of directors is sufficient to constitute a quorum), the Board may resolve that it would be desirable to appoint a candidate sooner than the following annual general meeting, in which case the provisions of Rules 18.2 shall then apply.

19.22 A Board member shall cease to be a member of the Board upon the passing of a two-thirds majority resolution by the Board to the effect that they should cease to be a member of the Board.

19.23 A Board member may be removed from office as such and from any office they shall hold by a special resolution passed by a two-thirds majority of Voting Members voting at a general meeting of the Members convened in accordance with the requirements of these Rules.

20. **Proceedings of the Board**

20.1 Subject to Rules 20.2 to 20.6, the Board may meet together for the despatch of business, adjourn and regulate its meetings as it thinks fit but shall meet on at least six occasions in each year. A meeting of the Board shall be convened by the Secretary on the instructions of the Board or by the Chair by written notice of not less than 14 clear days. The Chair, or President, may in an emergency convene a meeting of the Board at short notice and without any formalities. It shall not be necessary to give notice of a meeting to a Board member who is absent from the United Kingdom.

20.2 The quorum for the transaction of the business of the Board shall be three Board members (of which two shall be Non-Executive Directors).

20.3 Unless he/she is unwilling to do so, the Chair shall preside at every meeting of the Board at which he/she is present but if at the relevant time there is no person holding the office of Chair, or if the Chair is unwilling or unable to preside or is not present within fifteen minutes after the time appointed for the meeting, the Deputy Chair shall preside. Failing that, the Board members present may appoint one of their number to be Chair of the meeting.

20.4 Each member of the Board shall have one vote. Every question arising at a meeting of the Board shall be decided by a majority of votes of those Board members present. If the votes are equal the Chair of the meeting shall not have a second or casting vote and the motion shall fail.

20.5 A Board member who is in any way, whether directly or indirectly and whether for himself/herself or through a person connected with him/her, interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Club shall declare the nature of his/her interest in accordance with section 317 of the Companies Act 1985 (or other such section as shall re-enact or replace such section 317) as if each Board member was a director and the Club were a company for the purposes of that Act.

20.6 A Board member shall not vote, nor count in the quorum, at a meeting of the Board or of any committee on any resolution concerning a matter in which or in connection with which he/she has, directly or indirectly, an interest or duty which in the opinion of the Chair of the meeting is material and conflicts or may conflict with the interests of the Club. If requested to do so by the Chair of the meeting, such Board member will withdraw from the meeting while the matter in question is discussed and (if applicable) voted on. If the Board member in question is the Chair of the meeting, references in the previous sentences of this Rule 20.6 to the Chair of the meeting shall be construed as being references to a majority of the other Board members present at the meeting at the relevant time.

20.7 Without prejudice to the Board's power to appoint independent members to committees under Rule 21.3.3, the Board or any committee appointed pursuant to these Rules shall have the right at its discretion to invite persons who are not members of the Board to attend one or more meetings of the Board or such committee for the purpose of advising or commenting on the business of such meeting(s) or any part of such business but any such person shall not have any right to vote at such meeting.

20.8 Committees shall meet at such times as their Chair or the Secretary shall deem necessary. The Secretary shall convene a meeting upon the request of two members of a committee.

20.9 Every Board member shall refrain from public comment on any specified aspect of the affairs of the Club if so instructed by a majority vote of the Board and otherwise shall avoid any express or implied public statement which conflicts with the policy or decisions of the Board and a Board member in serious or consistent breach of one or more of these obligations may on a two-thirds majority vote of other Board members

present and voting at a meeting of the Board (of which he/she shall have been given at least five days' notice with details of the allegations against him/her and at which he/she shall be entitled to state his/her case) be suspended from attending Board and committee meetings for a period to be determined by the Board at the time of the suspension expiring not later than the day of the next general meeting of the Club.

21. **Powers of the Board**

21.1 Subject to the provisions of the Acts and these Rules, the affairs and activities of the Club shall be managed by the Board which may exercise all the powers of the Club. No alteration to these Rules shall invalidate any prior act which would have been valid if the alteration had not been made.

21.2 The Board shall appoint a Members' Representative Group comprising four persons appointed by the Board and four persons elected by Voting Members in accordance with the procedures set out in Rule 19 save that the number of nominating Voting Members required by Rule 19.8 shall be 2. For the purposes of this rule references in Rule 19 to the Board shall be construed as references to the Members' Representative Group. The principal purpose of the Members' Representative Group shall be to promote good communications between the Board and the Members of the Club.

21.3 Without in any way limiting the provisions of Rule 21.1 the Board shall have power to:

21.3.1 appoint such team captains, staff and players upon such terms as it shall determine;

21.3.2 arrange and allocate matches;

21.3.3 appoint such committees as it shall from time to time determine and the Board may appoint to such committees independent members with relevant expertise. Each such committee so appointed and the Members' Representative Group shall have a Chair (who shall be appointed by the Board) and shall discharge such functions as are delegated by the Board from time to time. The recommendations of all committees shall be subject to ratification by the Board. Three members shall form a quorum at a meeting of any committee;

21.3.4 make and amend regulations to govern those matters in respect of which power to make regulations is reserved to it elsewhere in these Rules provided that no such regulations shall conflict with any of the Rules; and

21.3.5 govern (whether by making regulations or otherwise) the management, operation and use of the property or facilities of the Club in such manner as it may consider necessary or desirable.

21.4 The Board shall have power to invite Members and persons who are not Members to attend board meetings and to co-opt Members to be members of the Board but a Board member so co-opted shall submit to election by the Voting Members at the first annual general meeting following his/her co-option.

21.5 The Board shall have power to determine any question that may arise on the construction of the Rules.

21.6 The Board shall have the powers to direct the Nominations Committee and to appoint members of the Board under Rules 18.1.3, 18.1.5 - 18.1.6, 18.2 and 19.20 - 19.21.

21.7 Members of Board, who are not ex officio members of the Board, shall be entitled to a fee of £500 per day for their services (which shall be paid on a pro rata basis depending on the basis of their expended time). No other remuneration shall be payable for their services as a Board member. The total amount of remuneration payable to each member of the Board (excluding ex officio members appointed from the executive leadership team of the Club) for each of the accounting periods ending on 31 December 2023 and thereafter shall be included in the annual report and accounts of the Club.

21.8 A meeting of the Board at which a quorum is present may exercise all powers exercisable by the Board.

22. **Register of Members and board and committee members**

22.1 The Club shall keep at its registered office a register of Members, Board members and committee members in which the Secretary shall enter the following particulars:

22.1.1 the names and addresses of the Members;

22.1.2 a statement of the number of shares held by each Member and of the amount paid or agreed to be considered as paid on the shares of each Member;

22.1.3 the date on which each person was entered in the register as a Member, and the date on which any person ceased to be a Member;

22.1.4 a statement of other property in the Club, whether in loans or otherwise, held by each Member;

22.1.5 the names and addresses of the President and Chair with the offices held by them respectively and the dates on which they assumed or left office; and

22.1.6 the names and addresses of the Board members and committee members and the dates on which they assumed or left office.

22.2 The register of members shall be so constructed that it is possible to open to inspection the particulars entered pursuant to Rule 22.1.1 without so opening to inspection the other particulars entered in the register.

23. **Inspection of books**

Any Member shall be allowed to inspect his/her own account at all reasonable hours at the registered office of the Club or at any place where they are kept (subject to such regulations as to the time and manner of such inspection as may be made from time to time by resolution passed by Voting Members at general meetings of the Club).

24. **Annual Return**

24.1 Every year and within the period prescribed by statute, the Secretary shall send to the Registrar the annual return, in the form prescribed by the Registrar, relating to its affairs for the period required under the Cooperative and Communities Benefit Societies Act 2014 to be included in the return.

24.2 Each annual return must be accompanied by a copy of the report of the auditor on the Club's accounts for the period included in the return or with a copy of such other report (if any) as is required by statute for such period and a copy of each balance sheet made during that period and of the report (if any) of the auditor or other appropriate person on that balance sheet as required by statute.

25. **Publication of accounts**

25.1 A copy of the latest accounts and balance sheet of the Club, as audited, and the report of the Auditors on such account(s) and balance sheet shall be available at all times on the Club's website.

25.2 The Club shall not publish any balance sheet which has not previously been audited by the Auditors and any copy of a balance sheet published by the Club shall incorporate the report made thereon by the Auditors.

26. **Seal**

The Club shall have its name engraved in legible characters on a seal which shall be kept in the

custody of the Secretary and shall be used only under the authority of the Board which may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by any two members of the Board.

27. **Rules**

27.1 No new Rule shall be made, nor shall any of the Rules be amended or rescinded, except by a special resolution.

27.2 It shall be the duty of the Secretary to ensure that any new Rule or amendment to the Rules is registered in accordance with the Acts and no new Rule or amendment to the Rules will be valid until so registered.

28. **Copies of the Rules**

28.1 A copy of the Rules shall be displayed on the Club's website.

29. **Notices**

29.1 Subject to Rule 13.5 any notice or other communication or document to be served on, or delivered to, a Member or junior by the Club, or the Secretary or a Board member or vice versa, shall be sent by email, by hand or by post in a prepaid letter or by prepaid recorded delivery or registered post addressed to:

29.1.1 in the case of the Club, or the Secretary or Board member, the registered office of the Club; and

29.1.2 in the case of a Member or junior his/her registered address.

29.2 Subject to Rule 13.5, any notice sent by post shall be treated as having been given 48 hours after the time when it was posted and in proving that notice has been given it shall be sufficient to prove that the envelope containing the notice was properly addressed, stamped and posted. Any notice delivered by hand shall be treated as having been given at the time of delivery unless that time is after 5.00 pm or on a non-working day when the notice shall be treated as having been given at the commencement of the next following working day. An email shall be treated as having been delivered by midnight on the day it was sent.

30. **Indemnity**

Protection of Officers, committee, Board and Employees

The trustees of the unincorporated Yorkshire County Cricket Club and employees from time

to time of the Club, the President, the Secretary and each person who was or is from time to time a member of the Committee, Board or any sub-committee of the Club (to the extent that such person is not entitled to recover under any policy of insurance) shall be entitled to be indemnified out of any and all funds of the Club in relation to any expenses (reasonably, properly, necessarily incurred subject to such evidence as the Club may reasonably require) and liabilities whatsoever incurred by him/her in the execution and discharge of his/her duties, including any liability incurred on initiating, prosecuting or defending any proceedings, civil or criminal, which relate to anything done or omitted in good faith to have been done or alleged to have been done or omitted to have been done by him/her as President, Chair, Secretary, an Officer, employee, or member of the Committee, Board or any committee.

31. **Dissolution and winding-up**

31.1 Dissolution to comply with the Acts:

The Club may be dissolved by instrument of dissolution signed by way of consent by not less than three-quarters of the Members of the Club only in such manner as shall comply with the Acts.

31.2 Winding-up

The Club may be wound up either compulsorily by an order pursuant to the Insolvency Act 1986 or voluntarily by resolution of the Voting Members (either as a members' voluntary winding-up or creditors' voluntary winding-up) pursuant to the Insolvency Act 1986 as if the Club were a company within the meaning of that Act.

31.3 Distribution of Net Assets

(a) Subject to rule 31.3(b) below, in the event of a dissolution or winding up, the property and assets of the Club will be distributed in accordance with the provisions of the Insolvency Act 1986 as if the Club were a Company within the meaning of that Act.

(b) If, in the event of a dissolution or winding up and after the discharge of all liabilities and expenses in accordance with rule 31.3(a) above, there remains a surplus of property and assets of the Club to be distributed, that surplus shall be distributed to the Yorkshire Cricket Foundation, or if the Yorkshire Cricket Foundation has ceased to exist, such other institution with the same or similar objects as the Club as the Board shall determine.

32. **Assets, liabilities and indemnities**

32.1 The Club shall automatically have vested in it the property of the Club pursuant to Section 3 (5) of the Cooperative and Community Benefit Societies Act 2014 and shall likewise acquire, assume and adopt all other assets, rights and benefits of the Club prior to incorporation (including but not limited to the contracts of employment of staff, contracts with third parties, rights under pension schemes and rights as trustee).

32.2 The Club shall pay, discharge and meet (whether out of the property, assets, rights and benefits referred to in Rule 32.1 or otherwise) all liabilities (present, future, contingent or otherwise) whatsoever and wheresoever of the Club prior to such registration whether incurred by or in the name of the Club, the Committee, any sub-committee, (all as defined in the Old Rules), the Board Members, or any member thereof, or the President, Vice-Presidents, Chair, Honorary Treasurer, trustee or trustees or by any person on behalf of the individual members save for any such liability to the extent not incurred honestly and in good faith or not adopted by the Club (before or after registration) however incurred.

32.3 The Members acknowledge that upon registration under the Act the persons mentioned in Rule 32.2 (individually and/or collectively) ceased to have vested in them or to control in the same way such property, assets, rights and benefits as are mentioned in Rule 32.1 for the purposes of meeting the liabilities referred to in Rule 32.2 and accordingly the Club shall on demand indemnify all such persons against all such liabilities and all costs and expenses (in or out of court) relating thereto, and Rule 30 (being substantially in the same form as in the Old Rules) shall apply in relation to the period before registration as it does to the period after registration.

33. **Definitions and interpretation**

In these Rules, except where the context otherwise permits or requires, the following words and expressions shall bear the meanings given to them below:

"Acts" means the Cooperative and Communities Benefit Societies Act 2014 and any subsequent Acts governing or otherwise affecting industrial and provident societies;

"Annual return" means the annual return which the Club is required to send to the appropriate registrar under the Acts;

"Auditors" means the auditors of the Club for the time being;

"Board" means the board of management or other directing body of the Club;

"Chair" means the person holding the office of the Chair for the time being pursuant to Rule 18.2;

"Club" means The Yorkshire County Cricket Club Limited;

"Committee" means the committee of management or other directing body of the Club prior to the 2003 AGM;

"**Deputy Chair**" means the Board member elected as Deputy Chair pursuant to Rule 18.6;

"Election" means an election to fill the office of President, or Auditor or to membership of the Board or Members' Committee where, in any such case, there is more than one candidate to fill the vacancy;

"Financial year" means a period of 12 months ending on 31 December.

"Ground Regulations" means any rules made by the Board governing the extent to which and/or the manner in which spectators may have access to and/or use the ground at Headingley or elsewhere;

"Honorary Life Member" means a person elected as such pursuant to Rule 8.4;

"Junior" means a person under the age of 18;

"Life Member" means a person who has been elected a Life Member on contributing such sum as shall be determined by the Board;

"Member" means an individual who has been admitted to and remains in membership of the Club (including Voting Members, Life Members, Honorary Life Members, Vice-Presidents and other categories of members in the Club from time to time) in accordance with the Rules;

"Members' Code of Conduct" means any rules made by the Board setting out the Club's fundamental expectations of appropriate conduct of Members and as published on the Club's website from time to time;

"Members' Representative Group" means the Members' representative group appointed by the Board in accordance with Rule 21.2;

"Membership" means the body of Members of the Club from time to time;

"Nominations Committee" means the nominations committee appointed by the Board under Rule 19.1;

"Non-Executive Director" means a Board member appointed as a Non-Executive Director

pursuant to Rules 18.1.1.3 or 18.1.3;

"Old Rules" means the Rules of the unincorporated Yorkshire County Cricket Club existing immediately prior to registration under the Acts;

"Poll" includes ballot;

"President" means the president of the Club for the time being;

"Registrar" means the Financial Conduct Authority;

"Resolution" includes motion;

"Remuneration" means the total amount of payments made either direct to the Board member or indirectly on their behalf by way of salary, fees, pension contributions, repayment of expenses or otherwise for the benefit of that Board member;

"Rules" means the Rules of the Club from time to time;

"Scrutineers" means such person or persons, firm, association or body as may be appointed by the Board to act as Scrutineers in connection with a general meeting of Members or in connection with elections to the Board and the Members' Committee;

"Secretary" means the secretary of the Club for the time being;

"Special resolution" means a resolution which has been passed by a majority of not less than two-thirds of such Voting Members as (being entitled to do so) vote in person or by proxy at a general meeting of which a notice, specifying the intention to propose the resolution as a special resolution, has been duly given in accordance with the Rules;

"Subsidiary" shall have the same meaning as is given to it by section 15 of the Friendly and Industrial and Provident Societies Act 1968;

"**vacancy**" and "**vacancies**" in respect of membership of the Board under Rules 18.1.3.3 and 18.2 shall mean that there is a Board membership position or positions that can be filled up to the maximum number under Rules 18.1.1.2 and 18.1.1.3 respectively;

"Vice-President" means a person elected as such pursuant to Rule 8.5;

"Voting Member" means: (i) a Member whose membership category published by the Club in accordance with Rule 8.1 at the time of paying their latest subscription fee specifies the inclusion of voting rights such that, in accordance with Rules 8.1 and 15, that Member shall enjoy voting rights; (ii) Life Members, (iii) Honorary Life Members; and (iv) Vice-Presidents;

"Website" means the main webpage on the internet of Yorkshire County Cricket Club as determined by the Board, and **"Website Communication"** means any notice, document or information given by means of the Website;

"Working day" means any day on which the Club office is open for normal business; and

"writing" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

References in these Rules to any acts or activities or opinion (including, without limitation, decisions, directions, requests, exercises of discretion and giving of consent) of the Board shall mean such acts or activities or opinions as shall have been sanctioned or effected or (as the case may be) expressed by (a) a resolution of the Board or (b) a resolution of the relevant committee where the power to act or authority being exercised has been delegated to a committee.

Any reference to these rules to any provisions of any Act of Parliament shall be deemed to be a reference to such Act of Parliament as amended, modified or re-enacted after the date of registration of these Rules.

Any reference in these Rules to a document or information being sent or supplied in electronic form is to a document or information which is sent or supplied by electronic means, or by any other means while in an electronic form. Any reference in these Rules to a document or information being sent or supplied by electronic means is to a document or information which is sent initially and received at its destination by means of electronic equipment for the processing (which expression includes digital compression) or storage of data, and entirely transmitted, conveyed and received by wire, by radio, by optical means and other electromagnetic means. References to electronic means have a corresponding meaning.